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GOVERNMENT RELATIONS

STEPHEN FRERICHS
ECONOMIST

September 26, 2001

RECORDATION NO. 23677 FILED

SEP 27 '01 11:17 AM

SURFACE TRANSPORTATION BOARD

Via Hand Delivery

Vernon A. Williams Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Re: *Documents for Recordation - Memorandum of Lease
Supplement Lot 2 (LA - 2001-C1)*

Dear Secretary Williams:

I have enclosed an original and three counterparts of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Memorandum of Lease Supplement Lot 2 (LA - 2001-C1), a primary document, dated September 25, 2001.

The names and addresses of the parties to the documents are as follows:

Lessor: LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust
C/o State Street Bank and Trust Company of California National Association
Library Tower
633 West Fifth Street
12th Floor
Los Angeles, California 90071

Lessee: Los Angeles County Metropolitan Transportation Authority
One Gateway Plaza
Los Angeles, California 90012-2952

A description of the equipment covered by the document follows:

23677 11.17

September 26, 2001

Page 2

EQUIPMENT DESCRIPTION
Equipment Lot No. 2

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>
Sumitomo	Light Rail Vehicle	154
Sumitomo	Light Rail Vehicle	155
Sumitomo	Light Rail Vehicle	156
Sumitomo	Light Rail Vehicle	157
Sumitomo	Light Rail Vehicle	158
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Sumitomo	Light Rail Vehicle	160
Sumitomo	Light Rail Vehicle	161
Sumitomo	Light Rail Vehicle	162
Sumitomo	Light Rail Vehicle	163
Sumitomo	Light Rail Vehicle	164
Sumitomo	Light Rail Vehicle	165
Sumitomo	Light Rail Vehicle	166
Sumitomo	Light Rail Vehicle	167
Sumitomo	Light Rail Vehicle	168

A fee of twenty-eight (\$ 28.00) dollars is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Charles A. Spitulnik, Esq., McLeod, Watkinson & Miller, and One Massachusetts Avenue, NW, Suite 800, Washington D.C. 20001. A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement Lot 2 (LA - 2001-C1) between LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust, C/o State Street Bank and Trust Company of California National Association, Library Tower, 633 West Fifth Street, 12th Floor, Los Angeles, California 90071 and Los Angeles County Metropolitan Transportation Authority, One Gateway Plaza, Los Angeles, California 90012-2952. A description of the equipment covered by the document follows:

September 26, 2001

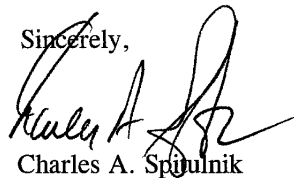
Page 3

EQUIPMENT DESCRIPTION
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Sumitomo	Light Rail Vehicle	162
Sumitomo	Light Rail Vehicle	163
Sumitomo	Light Rail Vehicle	164
Sumitomo	Light Rail Vehicle	165
Sumitomo	Light Rail Vehicle	166
Sumitomo	Light Rail Vehicle	167
Sumitomo	Light Rail Vehicle	168

If you have any questions or comments please do not hesitate to call.

Sincerely,



Charles A. Spitulnik

Certification of Authenticity as Required by 49 C.F.R. § 1177.3 (b)(2)

I Charles A. Spitulnik certify that I have compared the counterparts of the Memorandum of Lease Supplement Lot 2 (LA - 2001-C1) attached hereto with the original and found the counterparts to be complete and identical in all respects to the original document and I declare under penalty of perjury that the foregoing is true and correct.



Charles A. Spitulnik

MEMORANDUM OF LEASE SUPPLEMENT LOT 2 (LA-2001-C1)

Memorandum of Lease Supplement Lot 2 (LA-2001-C1), made and entered into on September 25, 2001 by and between **LACMTA RAIL STATUTORY TRUST LA-2001-C1**, a Connecticut statutory trust (the "*Lessor*"), and **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, a political subdivision of the State of California (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Supplement Lot 2 (LA-2001-C1), dated as of September 25, 2001, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

RECORDATION NO. 23677 FILED

SEP 27 '01 11:37 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Supplement Lot 2 to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

LACMTA RAIL STATUTORY TRUST
LA-2001-C1

By State Street Bank and Trust Company of
California, National Association, not in its
individual capacity, but solely as Trustee

By: _____

Name:

Paula Oswald

Title:

Vice President

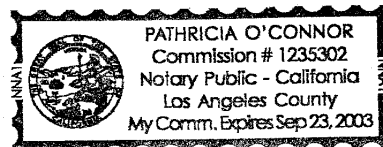
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 18, 2001 before me, Pathricia O'Connor the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me or ~~proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

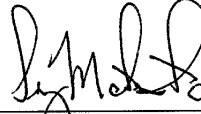
Pathricia O'Connor

My commission expires on September 23, 2003



LESSEE:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

By: 

Name: Terry Matsumoto

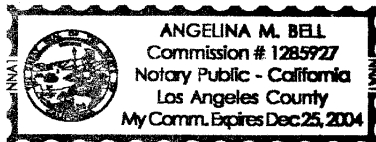
Title: Executive Officer, Finance and Treasurer

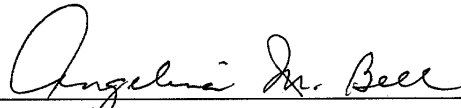
ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 18, 2001, before me, Angelina M. Bell, personally came Terry Matsumoto, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.




Notary Public

My commission expires on December 25, 2004

Exhibit A

to Memorandum of Lease Supplement Lot 2 (LA-2001-C1)

EQUIPMENT DESCRIPTION
Equipment Lot No. 2

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
Sumitomo	Light Rail Vehicle	154	\$ 2,700,000
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Sumitomo	Light Rail Vehicle	167	2,700,000
Sumitomo	Light Rail Vehicle	168	2,700,000
Total			\$ 40,500,000

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Remainder of page intentionally left blank

RECORDATION NO. _____ FILED

SEP 27 '01 11:47 AM

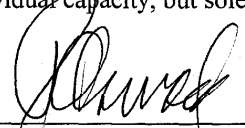
SURFACE TRANSPORTATION BOARD

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LESSOR:

LACMTA RAIL STATUTORY TRUST
LA-2001-C1

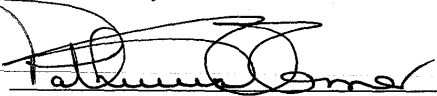
By State Street Bank and Trust Company of
California, National Association, not in its
individual capacity, but solely as Trustee

By: 
Name: Paula Oswald
Title: Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

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WITNESS my hand and official seal.


My commission expires on September 23, 2003



LESSEE:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

By: 

Name: Terry Matsumoto

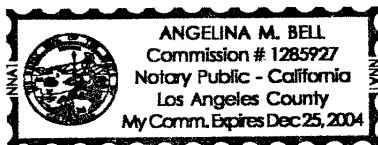
Title: Executive Officer, Finance and Treasurer

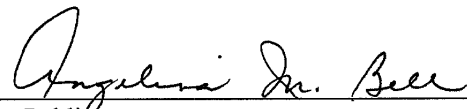
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